

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

AFSHIN MONSEFI, Individually and on Behalf )  
of All Those Similarly Situated, )

Plaintiff, )

vs. )

Civ. No. 1:08 Civ 01328 (RJS)

ORION ENERGY SYSTEMS, INC., NEAL R. )  
VERFUERTH, DANIEL J. WAIBEL, )  
THOMAS A. QUADRACCI, MICHAEL J. )  
POTTS, DIANA PROPPER de CALLEJON, )  
JAMES R. CACKLEY, ECKHART G. )  
GROHMANN, PATRICK J. TROTTER, )  
THOMAS WEISEL PARTNERS, LLC, )  
CANACCORD ADAMS, INC., and PACIFIC )  
GROWTH EQUITIES, LCC, )

ECF Case

Defendants. )

---

JASON ALLEN, Individually and on Behalf of )  
All Those Similarly Situated, )

Plaintiff, )

vs. )

Civ. No. 1:08 Civ 01992 (RJS)

ORION ENERGY SYSTEMS, INC., NEAL R. )  
VERFUERTH, DANIEL J. WAIBEL, )  
THOMAS A. QUADRACCI, MICHAEL J. )  
POTTS, DIANA PROPPER de CALLEJON, )  
JAMES R. CACKLEY, ECKHART G. )  
GROHMANN, PATRICK J. TROTTER, )  
THOMAS WEISEL PARTNERS, LLC, )  
CANACCORD ADAMS, INC., and PACIFIC )  
GROWTH EQUITIES, LCC, )

ECF Case

Defendants. )

**MOTION OF THE SITZBERGER GROUP FOR  
CONSOLIDATION, APPOINTMENT AS LEAD PLAINTIFFS,  
AND APPROVAL OF CO-LEAD COUNSEL**

WILLIAM JENNINGS GOLSTON, On Behalf )  
of Himself and All Others Similarly Situated, )

Plaintiff, )

vs. )

Civ. No. 1:08 Civ 2984 (RJS)

ORION ENERGY SYSTEMS, INC., NEAL R. )  
VERFUERTH, DANIEL J. WAIBEL, THOMAS )  
A. QUADRACCI, MICHAEL J. POTTS, DIANA )  
PROPPER de CALLEJON, JAMES R. )  
KACKLEY, ECKHART G. GROHMANN, )  
PATRICK J. TROTTER, THOMAS WEISEL )  
PARTNERS, LLC, CANACCORD ADAMS, )  
INC., and PACIFIC GROWTH EQUITIES, LCC, )

ECF Case

, )  
Defendants. )

---

PLEASE TAKE NOTICE that on a date and time as may be set by the Court, before the Honorable Richard J. Sullivan, at the United States District Court for the Southern District of New York, located at the Daniel Patrick Moynihan United States Courthouse, 500 Pearl Street, Courtroom 23A, New York, New York 10007-1312, Daniel Sitzberger and Boris Nayflish (collectively, the "Sitzberger Group"), will respectfully move this Court, pursuant to Section 21D(a)(3)(B) of the Securities Exchange Act of 1934 (the "Exchange Act"), 15 U.S.C. § 78u-4(a)(3)(B), as amended by the Private Securities Litigation Reform Act of 1995 (the "PSLRA"), for entry of an Order: (1) consolidating all the above-captioned actions and any related actions that may be filed under Rule 42(a) of the Federal Rules of Civil Procedure; (2) appointing the Sitzberger Group as Lead Plaintiffs in the consolidated actions; (3) approving the Sitzberger Group's selection of Klafter & Olsen LLP and Spector, Roseman & Kodroff, P.C. as Co-Lead Counsel for the Class; and (4) granting such other and further relief as the Court may deem just and proper. This motion is supported by the accompanying Memorandum of Law, the Declaration of Jeffrey A. Klafter filed herewith, the pleadings and other filings, and such other written and oral argument as may be permitted by the Court.

DATED: April 11, 2008

KLAFTER & OLSEN LLP

s/ Jeffrey Klafter

---

JEFFREY A. KLAFTER (JK-0953)

1311 Mamaroneck Avenue, Suite 220

White Plains, New York 10605

Telephone: (914) 997-5656

Facsimile: (914) 997-2444

KLAFTER & OLSEN LLP  
KURT B. OLSEN  
1250 Connecticut Ave., N.W., Suite 200  
Washington, DC 20036  
Telephone: (202) 261-3553  
Facsimile: (202) 261-3533

SPECTOR, ROSEMAN & KODROFF, P.C.  
Robert M. Roseman  
Andrew D. Abramowitz  
David Felderman  
1818 Market Street, Suite 2500  
Philadelphia, PA 19103  
Telephone: (215) 496-0300  
Facsimile: (215) 496-6612

Attorneys for the Sitzberger Group

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

AFSHIN MONSEFI, Individually and on Behalf )  
of All Those Similarly Situated, )

Plaintiff, )

vs. )

Civ. No. 1:08 Civ 01328 (RJS)

ORION ENERGY SYSTEMS, INC., NEAL R. )

VERFUERTH, DANIEL J. WAIBEL, )

ECF Case

THOMAS A. QUADRACCI, MICHAEL J. )

POTTS, DIANA PROPPER de CALLEJON, )

JAMES R. CACKLEY, ECKHART G. )

GROHMANN, PATRICK J. TROTTER, )

THOMAS WEISEL PARTNERS, LLC, )

CANACCORD ADAMS, INC., and PACIFIC )

GROWTH EQUITIES, LCC, )

Defendants. )

---

JASON ALLEN, Individually and on Behalf of )  
All Those Similarly Situated, )

Plaintiff, )

vs. )

Civ. No. 08 Civ 01992 (RJS)

ORION ENERGY SYSTEMS, INC., NEAL R. )

VERFUERTH, DANIEL J. WAIBEL, )

ECF Case

THOMAS A. QUADRACCI, MICHAEL J. )

POTTS, DIANA PROPPER de CALLEJON, )

JAMES R. CACKLEY, ECKHART G. )

GROHMANN, PATRICK J. TROTTER, )

THOMAS WEISEL PARTNERS, LLC, )

CANACCORD ADAMS, INC., and PACIFIC )

GROWTH EQUITIES, LCC, )

Defendants. )

**[PROPOSED] ORDER GRANTING MOTION OF THE  
SITZBERGER GROUP FOR CONSOLIDATION,  
APPOINTMENT AS LEAD PLAINTIFFS, AND APPROVAL  
OF CO-LEAD COUNSEL**

WILLIAM JENNINGS GOLSTON, On Behalf )  
of Himself and All Others Similarly Situated, )

Plaintiff, )

vs. )

Civ. No. 1:08 Civ 2984 (RJS)

ORION ENERGY SYSTEMS, INC., NEAL R. )

VERFUERTH, DANIEL J. WAIBEL, THOMAS )

ECF Case

A. QUADRACCI, MICHAEL J. POTTS, DIANA )

PROPPER de CALLEJON, JAMES R. )

KACKLEY, ECKHART G. GROHMANN, )

PATRICK J. TROTTER, THOMAS WEISEL )

PARTNERS, LLC, CANACCORD ADAMS, )

INC., and PACIFIC GROWTH EQUITIES, LCC, )

,

Defendants. )

---

Upon consideration of the Sitzberger Group's Motion For Consolidation, Appointment As Lead Plaintiffs, and Approval Of Co-Lead Counsel, and the responses thereto,

**IT IS HEREBY ORDERED THAT:**

1. The Sitzberger Group's Motion is **GRANTED**.
2. The cases named in the caption above and all related actions filed thereafter are hereby **CONSOLIDATED**, and the consolidated action shall be captioned: "*In re Orion Energy Systems, Inc. Securities Litigation*."
3. The docket in Civil Action No. 1:08 Civ 01328 (RJS) shall constitute the Master Docket for this action.
4. The Sitzberger Group, namely, Daniel Sitzberger and Boris Nayflish, are hereby **APPOINTED** to serve as Lead Plaintiffs for all purchasers of common shares of Orion Energy Systems, Inc. ("Orion") who purchased or otherwise acquired the common stock of Orion between December 18, 2007 and February 6, 2008, inclusive, pursuant or traceable to the Registration Statement, and who were damaged thereby (the "Class"), pursuant to Section 21D(a)(3)(B) of the Securities Exchange Act of 1934 ("Exchange Act"), 15 U.S.C. § 78u-4(a)(3)(B), as amended by the Private Securities Litigation Reform Act of 1995; and
5. The law firms of Klafter & Olsen LLP and Spector, Roseman & Kodroff, P.C. are hereby **APPOINTED** to serve as Co-Lead Counsel for the Class, pursuant to Section 21D(a)(3)(B) of the Exchange Act, 15 U.S.C. § 78u-4(a)(3)(B), as amended by the Private Securities Litigation Reform Act of 1995.

**SO ORDERED:**

Dated: \_\_\_\_\_

---

Hon. Richard J. Sullivan  
United States District Judge

**CERTIFICATE OF SERVICE**

I, Jeffrey Klafter, hereby certify that on April 11, 2008, the following documents:

- Motion of the Sitzberger Group for Consolidation, Appointment as Lead Plaintiffs, and Approval of Co-Lead Counsel;
- Memorandum of Law in Support of the Motion of the Sitzberger Group for Consolidation, Appointment as Lead Plaintiffs, and Approval of Co-Lead Counsel;
- Declaration of Jeffrey Klafter in Support of Motion of the Sitzberger Group for Consolidation, Appointment as Lead Plaintiffs, and Approval of Co-Lead Counsel; and
- [Proposed] Order Granting GRANTING Motion of the Sitzberger Group for Consolidation, Appointment as Lead Plaintiffs, and Approval of Co-Lead Counsel.

(a) were filed and served electronically in accordance with the Federal Rules of Civil Procedure, the Local Rules of the Southern District of New York, and the Southern District's Rules on Electronic Service upon all Counsel of Record, as indicated below, each of whom has registered for Electronic Case Filing in one of the above-captioned Actions:

***Counsel for Plaintiff Ashfin Monsefi:***

**Laurence Paskowitz**

Paskowitz & Associates  
60 East 42nd Street, 46th Floor  
New York, NY 10165  
(212)-685-0969  
Fax: (212)-685-2306

**Roy Laurence Jacobs**

Roy Jacobs & Associates  
60 East 42nd Street 46th Floor  
New York, NY 10165  
212-867-1156  
Fax: 212-504-8343

***Counsel for Plaintiff Jason Allen:***

**D. Seamus Kaskela**

**David M. Promisloff**

**Richard A. Maniskas**

Schiffrein Barroway Topaz & Kessler, LLP

280 King of Prussia Rd.

Radnor, PA 19087

(610) 667-7706

Fax: (610) 667-7056

**Evan J Smith**

Brodsky & Smith, L.L.C.

240 Mineola Blvd.

Mineola, NY 11501

516-741-4977

Fax: 516 741 0626

***Counsel for Defendants Orion Energy Systems, Inc., Neal R. Verfuether, Daniel J. Waibel, Thomas A. Quadracci, Michael J. Potts, Diana Propper de Callejon, James R. Cackley, Eckhart G. Grohmann, and Patrick J. Trotter:***

**Robert Allen Scher**

Foley & Lardner, LLP

90 Park Avenue

New York, NY 10016

(212) 682-7474

Fax: (212) 687-2329

\_\_\_\_\_  
s/ Jeffrey Klafter